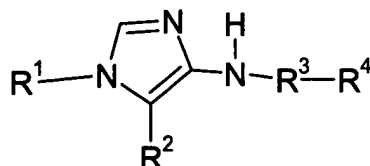


## IN THE CLAIMS

1.(Previously Presented) A compound of the formula



wherein  $R^1$  is  $(C_3-C_8)$ cycloalkyl,  $(C_4-C_8)$ cycloalkenyl,  $(C_5-C_{11})$ bicycloalkyl,  $(C_7-C_{11})$ bicycloalkenyl, or  $(C_6-C_{14})$  aryl; and wherein  $R^1$  is optionally substituted with from one to six substituents  $R^5$  independently selected from F, Cl, Br, I, nitro, cyano,  $-CF_3$ ,  $-NR^7R^8$ ,  $-NR^7C(=O)R^8$ ,  $-NR^7C(=O)OR^8$ ,  $-NR^7C(=O)NR^8R^9$ ,  $-NR^7S(=O)_2R^8$ ,  $-NR^7S(=O)_2NR^8R^9$ ,  $-OR^7$ ,  $-OC(=O)R^7$ ,  $-OC(=O)OR^7$ ,  $-C(=O)OR^7$ ,  $-C(=O)NR^7R^8$ ,  $-OC(=O)NR^7R^8$ ,  $-OC(=O)SR^7$ ,  $-SR^7$ ,  $-S(=O)R^7$ ,  $-S(=O)_2R^7$ ,  $-S(=O)_2NR^7R^8$ ,  $-O-S(=O)_2R^7$ ,  $-N_3$ , and  $R^7$ ;

$R^2$  is H, F,  $-CH_3$ ,  $-CN$ , or  $-C(=O)OR^7$ ;

$R^3$  is  $-C(=O)NR^9$ -,  $-C(=O)O$ -,  $-C(=O)(CR^{10}R^{11})_n$ -, or  $-(CR^{10}R^{11})_n$ ;

$R^4$  is quinolyl; and wherein  $R^4$  is optionally substituted with from one to three substituents  $R^6$  independently selected from F, Cl, Br, I, nitro, cyano,  $-CF_3$ ,  $-NR^7R^8$ ,  $-NR^7C(=O)R^8$ ,  $-NR^7C(=O)OR^8$ ,  $-NR^7C(=O)NR^8R^9$ ,  $-NR^7S(=O)_2R^8$ ,  $-NR^7S(=O)_2NR^8R^9$ ,  $-OR^7$ ,  $-OC(=O)R^7$ ,  $-OC(=O)OR^7$ ,  $-C(=O)OR^7$ ,  $-C(=O)R^7$ ,  $-C(=O)NR^7R^8$ ,  $-OC(=O)NR^7R^8$ ,  $-OC(=O)SR^7$ ,  $-SR^7$ ,  $-S(=O)R^7$ ,  $-S(=O)_2R^7$ ,  $-S(=O)_2NR^7R^8$ , or  $R^7$ ;

each  $R^7$ ,  $R^8$ , and  $R^9$  is independently selected from H, straight chain or branched  $(C_1-C_8)$ alkyl, straight chain or branched  $(C_2-C_8)$ alkenyl, straight chain or branched  $(C_2-C_8)$ alkynyl,  $(C_3-C_8)$ cycloalkyl,  $(C_4-C_8)$ cycloalkenyl,  $(C_5-C_{11})$ bicycloalkyl,  $(C_7-C_{11})$ bicycloalkenyl, and  $(C_6-C_{14})$ aryl, wherein  $R^7$ ,  $R^8$ , and  $R^9$  are each independently optionally substituted with from one to six substituents independently selected from F, Cl, Br, I,  $NO_2$ ,  $-CN$ ,  $-CF_3$ ,  $-NR^{10}R^{11}$ ,  $-NR^{10}C(=O)R^{11}$ ,  $-NR^{10}C(=O)OR^{11}$ ,  $-NR^{10}C(=O)NR^{11}R^{12}$ ,  $-NR^{10}S(=O)_2R^{11}$ ,  $-NR^{10}S(=O)_2NR^{11}R^{12}$ ,  $-OR^{10}$ ,  $-OC(=O)R^{10}$ ,  $-OC(=O)OR^{10}$ ,  $-OC(=O)NR^{10}R^{11}$ ,  $-OC(=O)SR^{10}$ ,  $-SR^{10}$ ,  $-S(=O)R^{10}$ ,  $-S(=O)_2R^{10}$ ,  $-S(=O)_2NR^{10}R^{11}$ ,  $-C(=O)R^{10}$ ,  $-C(=O)OR^{10}$ ,  $-C(=O)NR^{10}R^{11}$ , and  $R^{10}$ ;

each  $R^{10}$ ,  $R^{11}$ , and  $R^{12}$  is independently selected from H, straight chain or branched (C<sub>1</sub>-C<sub>8</sub>)alkyl, straight chain or branched (C<sub>2</sub>-C<sub>8</sub>)alkenyl, straight chain or branched (C<sub>2</sub>-C<sub>8</sub>alkynyl), (C<sub>3</sub>-C<sub>8</sub>)cycloalkyl, (C<sub>4</sub>-C<sub>8</sub>)cycloalkenyl, (C<sub>5</sub>-C<sub>11</sub>)bicycloalkyl, (C<sub>7</sub>-C<sub>11</sub>)bicycloalkenyl, and (C<sub>6</sub>-C<sub>14</sub>)aryl, wherein  $R^{10}$ ,  $R^{11}$ , and  $R^{12}$  are each independently optionally substituted with from one to six substituents independently selected from F, Cl, Br, I, -NO<sub>2</sub>, -CN, -CF<sub>3</sub>, -NR<sup>13</sup>R<sup>14</sup>, -NR<sup>13</sup>C(=O)R<sup>14</sup>, -NR<sup>13</sup>C(=O)OR<sup>14</sup>, -NR<sup>13</sup>C(=O)NR<sup>14</sup>R<sup>15</sup>, -NR<sup>13</sup>S(=O)<sub>2</sub>R<sup>14</sup>, -NR<sup>13</sup>S(=O)<sub>2</sub>NR<sup>14</sup>R<sup>15</sup>, -OR<sup>13</sup>, -OC(=O)R<sup>13</sup>, -OC(=O)OR<sup>13</sup>, -OC(=O)NR<sup>13</sup>R<sup>14</sup>, -OC(=O)SR<sup>13</sup>, -SR<sup>13</sup>, -S(=O)R<sup>13</sup>, -S(=O)<sub>2</sub>R<sup>13</sup>, -S(=O)<sub>2</sub>NR<sup>13</sup>R<sup>14</sup>, -C(=O)R<sup>13</sup>, -C(=O)OR<sup>13</sup>, -C(=O)NR<sup>13</sup>R<sup>14</sup>, and R<sup>13</sup>;

each  $R^{13}$ ,  $R^{14}$ , and  $R^{15}$  is independently selected from H, straight chain or branched (C<sub>1</sub>-C<sub>8</sub>)alkyl, straight chain or branched (C<sub>2</sub>-C<sub>8</sub>)alkenyl, straight chain or branched (C<sub>2</sub>-C<sub>8</sub>alkynyl), (C<sub>3</sub>-C<sub>8</sub>)cycloalkyl, (C<sub>4</sub>-C<sub>8</sub>)cycloalkenyl, (C<sub>5</sub>-C<sub>11</sub>)bicycloalkyl, (C<sub>7</sub>-C<sub>11</sub>)bicycloalkenyl, and (C<sub>6</sub>-C<sub>14</sub>)aryl, wherein  $R^{13}$ ,  $R^{14}$ , and  $R^{15}$  are each independently optionally substituted with from one to six substituents independently selected from F, Cl, Br, I, -NO<sub>2</sub>, -CN, -CF<sub>3</sub>, -NR<sup>16</sup>R<sup>17</sup>, -NR<sup>16</sup>C(=O)R<sup>17</sup>, -NR<sup>16</sup>C(=O)OR<sup>17</sup>, -NR<sup>16</sup>C(=O)NR<sup>17</sup>R<sup>18</sup>, -NR<sup>16</sup>S(=O)<sub>2</sub>R<sup>17</sup>, -NR<sup>16</sup>S(=O)<sub>2</sub>NR<sup>17</sup>R<sup>18</sup>, -OR<sup>16</sup>, -OC(=O)R<sup>16</sup>, -OC(=O)OR<sup>16</sup>, -OC(=O)NR<sup>16</sup>R<sup>17</sup>, -OC(=O)SR<sup>16</sup>, -SR<sup>16</sup>, -S(=O)R<sup>16</sup>, -S(=O)<sub>2</sub>R<sup>16</sup>, -S(=O)<sub>2</sub>NR<sup>16</sup>R<sup>17</sup>, -C(=O)R<sup>16</sup>, -C(=O)OR<sup>16</sup>, -C(=O)NR<sup>16</sup>R<sup>17</sup>, and R<sup>16</sup>;

each  $R^{16}$ ,  $R^{17}$ , and  $R^{18}$  is independently selected from H, straight chain or branched (C<sub>1</sub>-C<sub>8</sub>)alkyl, straight chain or branched (C<sub>2</sub>-C<sub>8</sub>)alkenyl, straight chain or branched (C<sub>2</sub>-C<sub>8</sub>alkynyl), (C<sub>3</sub>-C<sub>8</sub>)cycloalkyl, (C<sub>4</sub>-C<sub>8</sub>)cycloalkenyl, (C<sub>5</sub>-C<sub>11</sub>)bicycloalkyl, (C<sub>7</sub>-C<sub>11</sub>)bicycloalkenyl, and (C<sub>6</sub>-C<sub>13</sub>)aryl,

n is 0, 1, 2, or 3;

wherein  $R^{10}$  and  $R^{11}$  in -C(=O)(CR<sup>10</sup>R<sup>11</sup>)<sub>n</sub>- and -(CR<sup>10</sup>R<sup>11</sup>)<sub>n</sub>- are for each iteration of n defined independently as recited above;

or a pharmaceutically acceptable salt thereof.

2.(Original) A compound according to claim 1, wherein R<sup>3</sup> is -C(=O)NH- or -C(=O)(CR<sup>10</sup>R<sup>11</sup>)<sub>n</sub>-.

3.(Original) A compound according to claim 2, wherein R<sup>10</sup> and R<sup>11</sup> are at each iteration of n both hydrogen.

4.(Original) A compound according to claim 1, wherein  $R^1$  is optionally substituted ( $C_3$ - $C_8$ )cycloalkyl or optionally substituted ( $C_5$ - $C_{11}$ ) bicycloalkyl.

5.(Original) A compound according to claim 4, wherein  $R^1$  is cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, or norbornyl, each optionally substituted.

6.(Original) A compound according to claim 5, wherein  $R^1$  is optionally substituted with from one to three substituents independently selected from F, Cl, Br, I, nitro, cyano,  $-CF_3$ ,  $-NR^7R^8$ ,  $-NR^7C(=O)R^8$ ,  $-OR^7$ ,  $-C(=O)OR^7$ ,  $-C(=O)R^7$ , and  $R^7$ .

7.(Previously Presented) A compound according to claim 4, wherein  $R^1$  is substituted with  $NR^7C(=O)R^8$  or ( $C_6$ - $C_{14}$ )aryl, and wherein said aryl, is optionally substituted with from one to six substituents independently selected from F, Cl, Br, I,  $-NO_2$ ,  $-CN$ ,  $-CF_3$ ,  $-NR^{10}R^{11}$ ,  $-NR^{10}C(=O)R^{11}$ ,  $-NR^{10}C(=O)OR^{11}$ ,  $-NR^{10}C(=O)NR^{11}R^{12}$ ,  $-NR^{10}S(=O)_2R^{11}$ ,  $-NR^{10}S(=O)_2NR^{11}R^{12}$ ,  $-OR^{10}$ ,  $-OC(=O)R^{10}$ ,  $-OC(=O)OR^{10}$ ,  $-OC(=O)NR^{10}R^{11}$ ,  $-OC(=O)SR^{10}$ ,  $-SR^{10}$ ,  $-S(=O)R^{10}$ ,  $-S(=O)_2R^{10}$ ,  $-S(=O)_2NR^{10}R^{11}$ ,  $-C(=O)R^{10}$ ,  $-C(=O)OR^{10}$ ,  $-C(=O)NR^{10}R^{11}$ , and  $R^{10}$ .

8.(Original) A compound according to claim 4, wherein  $R^1$  is optionally substituted bicyclo-[3.1.0]-hexyl.

9-12.(Cancelled)

13.(Currently Amended) A compound according to claim 1 [[12]], wherein  $R^4$  is unsubstituted.

14.(Original) A compound according to claim 1, wherein  $R^2$  is hydrogen.

15.(Cancelled)

16.(Previously Presented) A compound of claim 1, selected from the group consisting of:  
*N*-(1-cyclobutyl-1H-imidazol-4-yl)-2-quinolin-6-yl-acetamide;  
*N*-[1-(*cis*-3-phenyl-cyclobutyl)-1H-imidazol-4-yl]-2-quinolin-6-yl-acetamide;  
1-(1-cyclobutyl-1H-imidazol-4-yl)-3-isoquinolin-5-yl-urea;  
quinoline-2-carboxylic acid {*cis*-3-[4-(2-naphthalen-1-yl-acetylamino)-imidazol-1-yl]-cyclobutyl}-amide;  
N-{*cis*-3-[4-(2-isoquinolin-5-yl-acetylamino)-imidazol-1-yl]-cyclobutyl}-benzamide; and  
pyridine-2-carboxylic acid {*cis*-3-[4-(2-isoquinolin-5-yl-acetylamino)-imidazol-1-yl]-cyclobutyl}-amide; and  
pharmaceutically acceptable salts of the foregoing compounds.

17.(Original) A pharmaceutical composition for treating a) a disease or condition comprising abnormal cell growth; b) a neurodegenerative disease or condition; or c) a disease or condition the treatment of which can be effected or facilitated by inhibiting GSK-3, in a mammal comprising a compound of claim 1 in an amount effective in treating said disease or condition, and a pharmaceutically acceptable carrier.

18-57.(Cancelled)